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File Number: 0003258714

FCC 603
Main Form

FCC Application for Assignments of Authorization and Transfers of Control:
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (AM)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0003258714
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(N) <u>Yes</u> <u>No</u>
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number:
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(N) <u>Yes</u> <u>No</u>
4) Are attachments being filed with this application?	(Y) <u>Yes</u> <u>No</u>

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) <u>Yes</u> <u>No</u>
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) <u>Yes</u> <u>No</u>
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(N) <u>Yes</u> <u>No</u>
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) <u>Yes</u> <u>No</u>
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) ____ / ____ / ____
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) <u>Yes</u> <u>No</u>
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() <u>Yes</u> <u>No</u>
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) ____ / ____ / ____
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	() <u>Yes</u> <u>No</u>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() <u>Yes</u> <u>No</u>

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (<input type="checkbox"/>)		
<input type="checkbox"/> Sale or other assignment of assets	<input type="checkbox"/> Court order	<input type="checkbox"/> Reorganization or liquidation
<input type="checkbox"/> Transfer of stock or other ownership interests		
<input type="checkbox"/> Other (voting trust agreement, management contract, etc.): _____		

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
18) FCC Registration Number (FRN): 0001766179					
19) First Name (if individual):		MI:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual): Alaska DigiTel, L.L.C.					
21) Attention To: Stephen M. Roberts					
22) P.O. Box:		And /Or	23) Street Address: 5350 Poplar Avenue, Suite 875		
24) City: Memphis			25) State: TN	26) Zip Code: 38119	
27) Telephone Number: (901)888-0303			28) Fax Number: (901)763-3369		
29) E-Mail Address:					

30) Demographics of Assignor/Licensee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignor/Licensee Contact Representative

31) First Name:		MI:	Last Name:		Suffix:
32) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered					
33) Attention To: Thomas Gutierrez					
34) P.O. Box:		And /Or	35) Street Address: 1650 Tysons Boulevard, Suite 1500		
36) City: McLean			37) State: VA	38) Zip Code: 22102	
39) Telephone Number: (703)584-8678			40) Fax Number: (703)584-8696		
41) E-Mail Address: tgutierrez@fcclaw.com					

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
43) FCC Registration Number (FRN): 0017231481					
44) First Name (if individual):		MI:	Last Name:		Suffix:
45) Legal Entity Name (if not an individual): AKD Holdings, LLC					
46) Attention To: Stephen M. Roberts					
47) P.O. Box:		And /Or	48) Street Address: 5350 Poplar Avenue, Suite 875		
49) City: Memphis			50) State: TN	51) Zip Code: 38119	
52) Telephone Number: (901)763-3333			53) Fax Number: (901)763-3369		
54) E-Mail Address:					

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferor Contact Representative

56) First Name:		MI:	Last Name:		Suffix:
57) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered					
58) Attention To: Thomas Gutierrez					
59) P.O. Box:		And /Or	60) Street Address: 1650 Tysons Boulevard, Suite 1500		
61) City: McLean			62) State: VA	63) Zip Code: 22102	
64) Telephone Number: (703)584-8678			65) Fax Number: (703)584-8696		
66) E-Mail Address: tgutierrez@fccclaw.com					

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0014565469			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): GCI, Inc.			
71) Attention To: Jennifer Robertson			
72) Real Party in Interest FCC Registration Number (FRN): 0014565469			
73) Name of Real Party in Interest: GCI, Inc.			
74) P.O. Box:	And /Or	75) Street Address: 2550 Denali Street, Suite 1000	
76) City: Anchorage		77) State: AK	78) Zip Code: 99503
79) Telephone Number: (907)868-5615		80) Fax Number: (907)868-9817	
81) E-Mail Address: jrobertson@gci.com			

82) Demographics of Assignee/Transferee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name:	MI:	Last Name:	Suffix:
84) Company Name: Paul, Hastings, Janofsky & Walker LLP			
85) Attention To: Carl W. Northrop			
86) P.O. Box:	And /Or	87) Street Address: 875 15th Street, N.W.	
88) City: Washington		89) State: DC	90) Zip Code: 20005
91) Telephone Number: (202)551-1725		92) Fax Number: (202)551-0125	
93) E-Mail Address: carlnorthrop@paulhastings.com			

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(<input checked="" type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003267021

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Stephen	MI: M	Last Name: Roberts	Suffix:
104) Title: Duly Authorized Representative			
Signature: Stephen M Roberts			105) Date: 01/08/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: Tina	MI:	Last Name: Pidgeon	Suffix:
107) Title: VP, Federal Regulatory Affairs			
Signature: Tina Pidgeon			108) Date: 01/08/2008
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNLF297	CW - PCS Broadband						Y
WPON879	CL - Cellular						Y
WPVZ815	CW - PCS Broadband						Y
WQAP303	CF - Common Carrier Fixed Point to Point Microwave						Y
WQAP304	CF - Common Carrier Fixed Point to Point Microwave						Y
WQAP305	CF - Common Carrier Fixed Point to Point Microwave						Y
WQEN574	CF - Common Carrier Fixed Point to Point Microwave						Y
WQEN575	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFQ763	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFQ764	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFQ765	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFQ766	CF - Common Carrier Fixed Point to Point Microwave						Y

Attachment(s):

Type	Description	Date Entered
O	<u>Amended Exhibit 1 - Desc of Trans and Pub Int Statement</u>	01/08/2008
O	<u>Exhibit 1 - Desc. of Trans and Public Interest Statement</u>	12/21/2007

EXHIBIT 1**DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT****I. Introduction**

This application seeks Commission consent to the transfer of control of Alaska DigiTel, LLC (AKD) from AKD Holdings, LLC (AKD Holdings) to GCI, Inc. At present, AKD directly or indirectly holds the FCC licenses (the "AKD Licenses"), and is a party to the pending application, identified on Attachment 1 hereto. Upon consummation of the proposed transaction, all of the AKD Licenses and other spectrum rights will be controlled, directly or indirectly, by GCI, Inc.

II. Description of Transaction

GCI, Inc. is a wholly-owned subsidiary of General Communication, Inc. ("GCI"). GCI is a corporation duly organized under the laws of the state of Alaska and headquartered in Anchorage. Its shares are publicly traded on the NASDAQ exchange under the symbol GNCMA. The company provides voice, video and data communications services to residential, commercial and governmental customers in Alaska. Founded in 1979, GCI has grown to be one of the nation's premier integrated telecommunications providers.

In 2006, the Commission approved the acquisition by GCI, Inc. of a substantial but non-controlling membership interest in AKD.¹ By this application, the parties seek FCC consent to the acquisition by GCI, Inc. of the controlling membership interests in AKD from AKD Holdings, at which point AKD will become a 100% owned and controlled subsidiary of GCI, Inc.²

III. Ownership and Qualifications

A proposed FCC Form 602 Ownership Report for GCI, the parent of transferee GCI, Inc., is being submitted to the Commission simultaneously herewith, which establishes that GCI, Inc. is legally qualified to receive and hold the AKD interests.³ GCI

¹ See *Memorandum Opinion and Order*, FCC 06-185, Docket No. WT 06-114 (rel. Dec. 22, 2006) (the "GCI/AKD Approval Order"). At the time of the initial transaction, GCI owned approximately 78% of the membership interests of the company. Minor changes in ownership percentages over time have resulted in GCI holding approximately 82% of the equity at the present time. These minor changes have not altered the FCC-approved control structure of AKD.

² As the Commission is aware from documents filed with the previously-approved transaction, control of AKD Holdings remained vested in minority equity holders, not GCI, in part through a Management Agreement with Fire Lake Partners, which is owned by Will Yandell and Stephen Roberts. In connection with the proposed transaction, the Management Agreement between AKD Holdings and Fire Lake Partners will terminate.

³ Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 for GCI satisfies the ownership reporting requirements of §§ 1.919 and 1.2112(a) of the FCC's rules for GCI, Inc., which is

also previously has been found by the FCC to have the “citizenship, character, financial, technical, and other qualifications” to hold FCC licenses.⁴ AKD also is a licensee in good standing with the Commission and AKD Holdings is a qualified transferor of the member interests that will be transferred to GCI, Inc. upon receipt of FCC approval.⁵

IV. Public Interest Statement

Approval of the proposed transfer of control will be in the public interest. In applying the public interest test under Section 310(d) of the Communications Act of 1934, as amended (the “Act”), the Commission assesses “whether the proposed transaction complies with the specific provisions of the Communications Act, the Commission’s rules, and federal communications policy.”⁶ In addition, the Commission must determine that the proposed transaction serves the public interest, convenience and necessity.

Here, the proposed transaction does not result in any violation of, or impair the ability of the Commission to enforce, the Act or any Commission rule. Nor does the transaction undermine or interfere with the policy objectives of the Act. All of the stations involved in this transaction have been constructed, and are in operation. None of the Licenses involved in this transaction are subject to any restrictions on transfer. None of the Licenses are designated entity licenses, none have FCC debt associated with them, and none have been granted by auction within the last three years. And, as is set forth in detail in Section VI below, appropriate steps are being taken to assure that the proposed transfer is effectuated in a manner consistent with the conditions that were placed by the Commission on GCI and AKD when GCI acquired its current interest in the company.⁷

The final consideration for the Commission’s approval also is met because the proposed transaction yields significant public interest benefits. The acquisition by GCI of a controlling interest in AKD will make greater financial resources available for the expansion and operation of the AKD wireless systems. The resulting increase in AKD’s resources will enable GCI to improve service to the public and allow the AKD systems to compete more effectively against other large competitors in Alaska. Most importantly, the proposed transaction will enable GCI to establish itself as a major facility-based provider of wireless services in the state of Alaska. As the Commission is aware, the wireless customers of GCI generally are served on systems owned and operated by Dobson Communications Corporation (“Dobson”) -- which now is owned and controlled

a wholly-owned subsidiary of GCI. See *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999).

⁴ See *GCI/AKD Approval Order*, ¶¶ 15, 20. For example, GCI is the ultimate parent of GCI Communication Corp., the licensee of PCS Broadband station KNLF298. Wholly-owned subsidiaries of GCI also have been licensed by the FCC to hold LMDS, Industrial/Business Pool Service, Common Carrier Fixed Point-to-Point Microwave and cable landing licenses, as well as a Section 214 authorization.

⁵ *Id.*

⁶ *Id.* at ¶ 15.

⁷ See discussion *infra* at Section VI.

by AT&T Inc.⁸ -- pursuant to a reseller arrangement that GCI entered into with Dobson. GCI proceeded in this fashion because the coverage of the Dobson systems was superior, making resale of Dobson's service an attractive way to establish a foothold in the market. In the meantime, the financial investments previously made by GCI in AKD enabled AKD to expand and improve its services and systems to a point where its systems are better able to compete with Dobson/AT&T. The proposed acquisition of control of AKD by GCI will enable GCI to accelerate the build-out of the AKD systems. Ultimately, GCI plans to relocate its resale customers off of the Dobson/AT&T systems to systems owned and controlled by GCI, thus becoming a full fledged facility-based wireless competitor in the Alaska market. As a consequence, approval of the proposed transfer of control will serve the public interest.

V. Spectrum Aggregation and Competition Analysis

Currently, AKD controls the A Block PCS licenses in MTA049 (Alaska), which comprises 30 MHz. GCI controls the B Block PCS license in MTA049 (Alaska) (held by its third-tier subsidiary GCI Communication Corp.) which also comprises 30 MHz. The total -- 60 MHz -- is far below the 95 MHz spectrum aggregation "screen" recently established by the Commission.⁹ And, as indicated on Attachment B hereto, six (6) other licensees hold PCS licenses in the pertinent BTAs,¹⁰ including affiliates of AT&T Inc., ACS Wireless and Sprint/Nextel.¹¹

In addition, as shown on Attachment C hereto, AKD holds only one of the 33 cellular licenses in Alaska. That license covers a very small geographic area, namely St. Paul Island, which represents less than 1/10th of 1.0% of total Alaska POPS. This localized cellular spectrum, even if aggregated with the state-wide PCS licenses held by AKD and GCI, only results in total spectrum holdings of 80 MHz -- still well below the 95 MHz screen.

The conclusion that these spectrum aggregations are permissible is compelled by the Commission's decision in the *GCI/AKD Approval Order*. In that Order, even though GCI was not taking control of AKD, because of the substantial equity stake of GCI in AKD, the Commission concluded that "we will attribute 60 MHz of spectrum to GCI throughout the state of Alaska, except for St. Paul Island, where we will attribute 80 MHz

⁸ See *In re Applications of AT&T, Inc. and Dobson Communications Corporation for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, WT Docket No. 07-153, FCC 07-196, released November 19, 2007 ("AT&T/Dobson MO&O").

⁹ See *AT&T/Dobson MO&O* at ¶ 30 (revising the spectrum aggregation screen from 70 MHz to 95 MHz due to the availability of 700 MHz spectrum). Notably, 12 MHz of the PCS spectrum held by GCI is leased to Dobson pursuant to an FCC-approved Long Term *De Facto* Transfer Lease arrangement. As a consequence, an argument can be made that only 18 MHz of the GCI spectrum should be attributed to the post-transaction GCI entity.

¹⁰ Licenses are held by SprintCom, Dobson Cellular Systems of Alaska, Lewis & Clark Communications, DCC PCS, Inc., AN Subsidiary LLC, and ACS Wireless License Sub, Inc.

¹¹ As is discussed within, the Sprint/Nextel spectrum is subject to a pending lease application, ULS File No. 0003253513.

of spectrum to GCI.”¹² The Commission held that this aggregation of spectrum did not raise competitive concerns. Notably, this conclusion was reached *before* the Commission increased the competitive screen from 70 MHz to 95 MHz.¹³ Since neither GCI nor AKD are applicants in the 700 MHz auction, and neither holds AWS spectrum, the Commission must conclude that the proposed transaction does not present any problems in terms of spectrum aggregation.

This conclusion does not change by virtue of the pending *de facto* transfer lease application between AKD and SprintCom, Inc. (“Sprint”) pertaining to 10 MHz of spectrum in each of three BTAs. See Attachment A. The prior spectrum aggregation analysis contained in the *GCI/AKD Approval Order* attributed to GCI, rather than to Dobson, 10 MHz of spectrum that GCI was leasing to Dobson pursuant to a *de facto* transfer spectrum lease agreement. This being the case, it would not be appropriate for the Commission to attribute to AKD the 10 MHz of spectrum that Sprint is proposing to lease to AKD. Otherwise, GCI and AKD would be unfairly attributed with spectrum both as the lessee and as the lessor.¹⁴

It should be noted that GCI and Unicom, Inc. (“Unicom”) currently have a transfer of control application pending before the Commission with respect to Unicom’s cellular licenses in the CMA315 (Alaska 1-Wade Hampton) and CMA316 (Alaska 2-Bethel) markets comprising 25 MHz in each market. Assuming that both the instant transaction and the GCI/Unicom transaction were approved by the Commission and consummated, GCI’s total spectrum holdings would still fall below the Commission’s 95 MHz screen in all areas.¹⁵

The *GCI/AKD Approval Order* also establishes that the acquisition of control of AKD by GCI should not be reviewed as reducing the number of competitors in the Alaska market. In that Order, the Commission concluded that GCI was a reseller rather than an independent facilities-based market competitor. Consequently, for purposes of analyzing market concentration, the Commission concluded that there was no loss of an actual competitor when AKD and GCI joined forces.¹⁶ Since the prior competitive analysis effectively treated AKD and GCI as one company for competitive purposes, both

¹² See *GCI/AKD Approval Order* at ¶ 58.

¹³ By setting the revised screen of 95 MHz at approximately one third of the total suitable mobile telephony spectrum, the Commission has taken a conservative approach finding that there is no need for additional analysis where there is at least 185 MHz of spectrum (of the 280 MHz of mobile telephony spectrum) available to other firms to compete in the provision of mobile telephony services. *AT&T/Dobson MO&O* at ¶ 30.

¹⁴ It would be particularly unfair for the Commission to attribute to AKD/GCI *both* the spectrum leased by Sprint and the spectrum leased to Dobson since GCI is in the process of restructuring its relationship with Dobson/AT&T and transitioning the resale units placed in service on the Dobson systems to systems owned and controlled by GCI. See discussion *infra* at Section VI.

¹⁵ Assuming that the Commission does not attribute all 20 MHz of leased spectrum (10 MHz where GCI is the lessor to Dobson and 10 MHz where AKD is the lessee from Sprint), then the most spectrum GCI would control in any market, assuming all pending transactions are approved and closed, would be 85 MHz in the Unicom markets.

¹⁶ See *GCI/AKD Approval Order* at ¶ 64.

in terms of the spectrum aggregation and market concentration analyses, the Commission can easily find that there are no adverse competitive impacts to the proposed transaction. This is particularly true since the earlier competitive analysis did not take into consideration either AWS spectrum or 700 MHz spectrum, and the new competition that is likely to be spurred by these new bands.

The conclusion that the proposed transaction does not raise competitive concerns is further demonstrated by Attachment D which reflects the status of CMRS competition in all of the markets affected by the proposed transaction. The analysis shows a significant number of diverse competitors with constructed facilities in the subject markets.

VI. Satisfaction of the Commission Conditions

As the Commission is aware, the previous acquisition by GCI of the non-controlling interest in AKD was made subject by the Commission to certain conditions (the “FCC Conditions”). Specifically, the FCC Conditions put structural safeguards in place to prevent GCI from sharing or conveying Non-Public Competitively-Sensitive Information (“NPCSI”) between AKD (in which it has an investment interest) and Dobson (with which it has a reseller arrangement).¹⁷ In order to render moot the need for these conditions, GCI is willing to accept a grant of the proposed transfer subject to a new condition that its resale arrangement with Dobson/AT&T be amended to eliminate the entitlements it had under the prior arrangement to receive non-public information that, if released to a competitor, would allow the competitor to gain a significant competitive advantage in the marketplace (e.g., non-public customer and subscriber data, customer proprietary network information, rate and pricing data, trade secrets, advance information pertaining to new product or service offerings, new terms and conditions of service, network changes, system coverage and technology selections). Indeed, GCI already has reached an understanding with AT&T pursuant to which the current arrangement in which GCI is reselling the Dobson/AT&T plans will be converted to an MVNO-type arrangement where GCI receives bulk capacity as a customer of AT&T that will allow it to serve its retail customers on a transitional basis pending their relocation to a GCI system. One element of the revised arrangement is that GCI will not continue to receive from AT&T the NPCSI that it is contractually entitled to receive under the prior arrangement.

VII. Miscellaneous Regulatory Issues

A. After-Acquired Authorizations.

In addition to ULS Application No. 0003253513, AKD may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on this application. Accordingly, the applicants request that any Commission approval of this application

¹⁷ See *GCI/AKD Approval Order* at ¶¶ 117 to 123 and Appendix A.

include authority for GCI to assume control of (1) any authorization related to the licenses that are the subject of this application issued to AKD or an affiliate of AKD during the Commission's consideration of the transaction and the period required for consummation of the transaction and (2) any applications related to AKD or to the licenses that are the subject of this application that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.¹⁸ Moreover, the applicants request that Commission approval include any authorizations held by AKD or its affiliates that may have been inadvertently omitted when the applicants filed this application.

B. Blanket Exemption to Cut-Off Rules.

The public notice announcing this transaction will provide adequate notice to the public with respect to the licenses involved, including any for which license modifications are now pending. Therefore, no waiver needs to be sought from Sections 1.927(h) and 1.929(a)(2) of the Commission's rules to provide a blanket exemption from any applicable cut-off rules in cases where the Applicants file amendments to pending applications to reflect the consummation of the proposed assignment.¹⁹

Conclusion

For the foregoing reasons, grant of this application will comply fully with all Commission rules, will be consistent with the Commission's actions in other proceedings, and will serve the public interest, convenience and necessity.

¹⁸ See, e.g., *AT&T/BellSouth Merger Order* at ¶ 226; *SBC/AT&T Merger Order* at ¶ 212; *Cingular/AT&T Wireless Merger Order* at ¶ 275; *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from S. New Eng. Telecomms. Corp. to SBC Commc'ns Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 21,292, 21,317 at ¶ 49 (1998); *In re Applications of Pac. Telesis Group and SBC Commc'ns Inc. for Consent to Transfer Control of Pac. Telesis Group and Its Subsidiaries*, Memorandum Opinion and Order, 12 FCC Rcd. 2624, 2665 at ¶ 93 (1997); *In re Applications of NYNEX Corp. and Bell Atl. Corp. for Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, Memorandum Opinion and Order, 12 FCC Rcd. 19,985, 20,097-98 at ¶¶ 246-56 (1997); *In re Applications of Craig O. McCaw and Am. Tel. & Tel. Co. for Consent to Transfer Control of McCaw Cellular Commc'ns, Inc. and Its Subsidiaries*, Memorandum Opinion and Order, 9 FCC Rcd. 5836, 5909 at ¶ 137, n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir.), *recons. in part*, 10 FCC Rcd. 11786 (1995).

¹⁹ See *In re Applications of Ameritech Corp. and GTE Consumer Servs. Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd. 6667, 6668 at ¶ 2, n.6 (WTB 1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Commc'ns Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 14 FCC Rcd. 10604, 10605 at ¶ 2, n.3 (WTB 1999).

Attachment A

AKD Licenses

	Call Sign	Name	FRN	Service	Status	Expiration
1	KNLF297	Alaska DigiTel, LLC	0001766179	CW	Active	06/23/2015
2	WPON879	Alaska DigiTel, L.L.C.	0001766179	CL	Active	04/25/2010
3	WPVZ815	Alaska DigiTel, L.L.C.	0001766179	CW	Active	06/23/2015
4	WQAP303	Alaska DigiTel, LLC	0001766179	CF	Active	07/13/2014
5	WQAP304	Alaska DigiTel, LLC	0001766179	CF	Active	07/13/2014
6	WQAP305	Alaska DigiTel, LLC	0001766179	CF	Active	07/13/2014
7	WQEN574	Alaska DigiTel, L.L.C.	0001766179	CF	Active	03/13/2016
8	WQEN575	Alaska DigiTel, L.L.C.	0001766179	CF	Active	03/13/2016
9	WQFQ763	Alaska DigiTel, LLC	0001766179	CF	Active	09/12/2016
10	WQFQ764	Alaska DigiTel, LLC	0001766179	CF	Active	09/12/2016
11	WQFQ765	Alaska DigiTel, LLC	0001766179	CF	Active	09/12/2016
12	WQFQ766	Alaska DigiTel, LLC	0001766179	CF	Active	09/12/2016

AKD Pending Application

ULS Application No. 0003253513 of SprintCom, Inc. (Licensee/Lessor) and Alaska Digitel, LLC (Lessee) for Commission consent to a new long-term *De Facto* Transfer Lease of 10 MHz of spectrum pertaining to stations KNLH465 (BTA14), KNLH518 (BTA136) and KNLH545 (BTA221).

Attachment B

PCS Broadband Licensees in Alaska

Licensees in Alaska in MTA 49 (Alaska) - PCS Broadband

Licensee Name	Calls Sign	Block	Frequency	Amount of Spectrum
Alaska DigiTel, LLC	KNLF297	A-1	1850-1857.5 1930-1937.5	15 MHz
GCI Communication Corp.	KNLF298	B	1870-1885 1950-1965	30 MHz
Alaska DigiTel, LLC	WPVZ815	A-2	1857.5-1865 1937.5-1945	15 MHz

Licensees in Alaska by BTA - PCS Broadband

Licensee Name	Call Sign	Market	Block	Frequency	Amount of Spectrum
ACS Wireless License Sub, Inc.	KNLF936	BTA14	E	1885-1890 1965-1970	10 MHz
Lewis & Clark Communications, LLC (A)	KNLG254	BTA14	F	1890-1895 1970-1975	10 MHz
SPRINTCOM, Inc. (S)	KNLH465	BTA14	D	1865-1870 1945-1950	10 MHz ²⁰
Dobson Cellular Systems of Alaska, LLC (A)	WPOK573	BTA14	C	1895-1910 1975-1990	30 MHz
ACS Wireless Licensee Sub, Inc.	KNLG363	BTA 136	F	1890-1895 1970-1975	10 MHz
ACS Wireless Licensee Sub, Inc.	KNLG973	BTA 136	E	1885-1890 1965-1970	10 MHz
SPRINTCOM, Inc. (S)	KNLH518	BTA136	D	1865-1870 1945-1950	10 MHz ²¹
Dobson Cellular Systems of Alaska, LLC (A)	WPTK620	BTA 136	C-1	1895-1900 1975-1980	10 MHz

²⁰ Subject to pending *de facto* transfer lease to Alaska Digital LLC in ULS Application No. 0003253513.

²¹ Subject to pending *de facto* transfer lease to Alaska Digital LLC in ULS Application No. 0003253513.

AN Subsidiary, LLC (A)	WPUI380	BTA 136	C-2	1900-1905 1980-1985	10 MHz
DCC PCS, Inc. (A)	WPYD497	BTA 136	C-3	1905-1910 1985-1990	10 MHz
ACS Wireless License Sub, Inc.	KNLG364	BTA 221	F	1890-1895 1970-1975	10 MHz
SPRINTCOM, Inc. (S)	KNLH545	BTA 221	D	1865-1870 1945-1950	10 MHz ²²
Dobson Cellular Systems of Alaska, LLC (A)	WPTK626	BTA 221	C-1	1905-1910 1985-1990	10 MHz
AN Subsidiary, LLC (A)	WPUI381	BTA 221	C-2	1895-1900 1975-1980	10 MHz
DCC PCS, Inc. (A)	WPYD498	BTA 221	C-3	1900-1905 1980-1985	10 MHz
ACS Wireless License Sub, Inc.	KNLG981	BTA 221	E	1885-1890 1965-1970	10 MHz

The information contained in the above chart is based on a search of the broadband PCS licensing records in the FCC's Universal Licensing System (ULS) database. The chart does not provide information regarding lease agreements.

Key:

A = AT&T

S = Sprint/Nextel

²² Subject to pending *de facto* transfer lease to Alaska Digital LLC in ULS Application No. 0003253513.

Attachment C

Cellular Licensees in Alaska

Licensee Name	Call Sign	CMA	Block (Phase)
ACS Wireless License Sub, Inc.	KNKA480	187	B(2)
Dobson Cellular Systems of Alaska, LLC (A)	KNKA536	187	A(2)
ACS Wireless License Sub., Inc.	KNKN204	315	B(2)
Dobson Cellular Systems of Alaska, LLC (A)	KNKN407	315	A(2)
Arctic Slope Telephone Assoc. Cooperative, Inc.	KNKQ408	315	A(2)
OTZ Telecommunications, Inc.	KNKR318	315	A(2)
Dobson Cellular Systems of Alaska, LLC (A)	WPOI466	315	A(2)
Unicom, Inc. (G)	WPOJ688	315	B(2)
Unicom, Inc. (G)	WPOJ693	315	B(2)
Unicom, Inc. (G)	WPOJ694	315	B(2)
Unicom, Inc. (G)	WPOJ853	315	B(2)
Unicom, Inc. (G)	WPOJ865	315	B(2)
Unicom, Inc. (G)	WPOJ867	315	B(2)
Bristol Bay Cellular Partnership	KNKQ331	316	B(2)
MTA Communications, Inc.	KNKQ340	316	B(2)
ACS Wireless Licensee Sub, Inc.	KNKQ398	316	B(2)
Copper Valley Wireless, Inc.	KNKQ401	316	B(2)
Dobson Cellular Systems of Alaska, LLC (A)	KNKQ402	316	A(2)

ACS Wireless License Sub, Inc.	KNKR274	316	B(2)
Unicom, Inc. (G)	KNKR275	316	B(2)
Unicom, Inc. (G)	WPOJ849	316	B(2)
Unicom, Inc. (G)	WPOJ850	316	B(2)
Unicom, Inc. (G)	WPOJ851	316	B(2)
Unicom, Inc. (G)	WPOL233	316	A(2)
Dobson Cellular Systems of Alaska, LLC (A)	WPOL234	316	A(2)
Cordova Wireless (A)	WPOL372	316	A(2)
Alaska DigiTel, LLC	WPON879	316	A-1(2)
Matanuska Telephone Association, Inc.	WPRZ809	316	B(2)
Alaska Wireless Communications, LLC	WPWF379	316	A(2)
Cordova Wireless Communications, Inc.	WPYE240	316	A(2)
Jasper Systems, Inc.	WQDL859	316	A-2
ACS Wireless License Sub, Inc.	KNKN261	317	B(2)
Dobson Cellular Systems of Alaska, LLC	KNKQ316	317	A(2)

The information contained in the above chart is based on a search of the cellular licensing records in the FCC's Universal Licensing System (ULS) database. The chart does not provide information regarding lease agreements.

Key:

A=AT&T

G=General Communication, Inc.

S = Sprint/Nextel

STATUS OF CMRS COMPETITION IN TRANSACTION MARKETS

Market (Market#)	Cellular-A	Cellular-B	PCS-A	PCS-B	PCS-C	PCS-D	PCS-E	PCS-F	ESMR	700 MHZ-A	700 MHZ-C	700 MHZ-D
Alaska (MTA049)	Alaska DigiTel, L.L.C.	ACS Wireless License Sub, Inc.	Alaska DigiTel, L.L.C.	GCI Communication Corporation	Dobson Cellular Systems of Alaska, LLC (A)	SprintCom (S)	ACS Wireless License Sub, Inc.	Lewis & Clark Communications, L.L.C. (A)	Nextel License Holdings 4, Inc. (S)	Access 700 Holdings, LLC	Whidbey Telephone Company	QUALCOMM Incorporated
	Dobson Cellular Systems of Alaska, LLC (A)	Unicom, Inc. (G)			AN Subsidiary, L.L.C. (A)			ACS Wireless License Sub, Inc.	FCI 900, Inc. (S)		City of Ketchikan	
	Arctic Slope Telephone Association Cooperative	Bristol Bay Cellular Partnership			DCC PCS, Inc. (A)				Machine License Holding, LLC (S)		Arctic Slope Telephone Association	
	OTZ Telecommunications, Inc.	MTA Communications, Inc.							ACI 900, Inc. (S)		Aloha Spectrum Holdings Company LLC (A)	
	Unicom, Inc. (G)	Copper Valley Wireless, Inc.										
	Cordova Wireless Communications, Inc. (A)	Matanuska Telephone Association, Inc.										
	Alaska Wireless Communications, LLC											
	Jasper Wireless, Inc.											

FCC Form 603
Attachment D to Exhibit 1
Page 13 of 13

Market (Market#)	Cellular-A	Cellular-B	PCS-A	PCS-B	PCS-C	PCS-D	PCS-E	PCS-F	ESMR	700 MHZ-A	700 MHZ-C	700 MHZ-D
St. Paul, AK Bethel, AK (CMA316)	Alaska DigiTel, L.L.C. Jasper Wireless, Inc.	Unicom, Inc. (G)	Alaska DigiTel, L.L.C.	GCI Communication Corporation	Dobson Cellular Systems of Alaska, LLC (A)	SprintCom (S)	ACS Wireless License Sub, Inc.	Lewis & Clark Communications, L.L.C. (A)	Nextel License Holdings 4, Inc. (S) FCI 900, Inc. (S) Machine License Holding, LLC (S) ACI 900, Inc. (S)	Access 700 Holdings, LLC	Aloha Spectrum Holdings Company LLC (A)	QUALCOMM Incorporated

Authorized Carriers in the BTA. The market boundaries for Major Trading Areas (MTAs) (used for assigning A & B block PCS licenses) and Metropolitan Statistical Areas (MSAs) and Rural Service Areas (RSAs) (used for assigning A & B block cellular licenses) do not coincide exactly with the boundaries of BTAs. An MTA will often consist of multiple BTAs, MSAs, and RSAs, and a BTA may consist of portions of multiple MSAs and RSAs. Therefore, a license assigned for an MTA, MSA, or RSA may be noted in multiple BTAs. Also, while more than one licensee may be listed in the cellular (A or B) column for a particular BTA, there are typically no more than two authorized cellular carriers (one A and one B block carrier) operating within any given area in the BTA. Further, given that large carriers often operate through subsidiaries that hold licenses, the available Form 602 ownership information listed for the authorized licensees has been reviewed to the extent practicable to determine the parent operating entity. Finally, this table lists only licensed facilities-based carriers, not resellers or leases.

The information contained in the above chart is based on a search of the licensing records in the FCC's Universal Licensing System (ULS) database.

Key:

A=AT&T Mobility

G=General Communication, Inc.

S = Sprint/Nextel

LEGAL_US_E # 77603922.7

LEGAL_US_E # 77603922.7

**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 – 0799
See instructions for
Public burden estimate
Submitted
09/21/2007 at 8:51 AM
File Number:
0003178311

Filing Type

1a) <input type="checkbox"/> Current Filing	<input checked="" type="checkbox"/> Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Alaska DigiTel, LLC		4) FCC Registration Number (FRN): 0001766179	

5) Contact Information

Name and Address: Lukas, Nace, Gutierrez & Sachs, Chartered 1650 Tysons Boulevard, Suite 1500 McLean, VA 22102 Attn: Thomas Gutierrez	Telephone Number: 703-584-8678 Fax Number: 703-584-8696 E-mail Address: tgutierrez@fcclaw.com
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Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
---	----------------------------	---------------------------------------	-------------------------------

Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: Stephen	MI: M	Last Name: Roberts	Suffix:
Title: Duly Authorized Representative			
Signature: Stephen M Roberts			Date: 09/21/2007
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): AKD Holdings, LLC		3) FCC Registration Number(FRN): 0014595169	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue Suite 875 Memphis, TN 38119			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 16.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Delaware	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GCI Holdings, Inc.		3) FCC Registration Number(FRN): 0014565501	
4) Disclosable Interest Holder's Address: 2550 Denali Street Suite 1000 Anchorage, AK 99503			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 81.90
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Alaska	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GCI Cable, Inc.	Cable and Broadband	0001567833	100.00
GCI Communication Corp.	Wireline and Wireless	0001568880	100.00
GCI Fiber Communication Co., Inc.	Fiber Transport	0014565535	100.00

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 – 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GCI, Inc.		3) FCC Registration Number(FRN): 0014565469	
4) Disclosable Interest Holder's Address: 2550 Denali Street Suite 1000 Anchorage, AK 99503			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 81.90
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Alaska	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GCI Cable, Inc.	Cable and Broadband	0001567833	100.00
GCI Communication Corp.	Wireline and Wireless	0001568880	100.00
GCI Fiber Communication Co., Inc.	Fiber Transport	0014565535	100.00

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): General Communication, Inc.		3) FCC Registration Number(FRN): 0001570951	
4) Disclosable Interest Holder's Address: 2550 Denali Street Suite 1000 Anchorage, AK 99503			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 78.00
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States, Alaska	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GCI Cable, Inc.	Cable and Broadband	0001567833	100.00
GCI Communication Corp.	Wireline and Wireless	0001568880	100.00
GCI Fiber Communication Co., Inc.	Fiber Transport	0014565535	100.00

Attachment(s):

Type	Description	Date Entered
I	<u>Indirect Ownership</u>	200709

Indirect Ownership

The following entities have an indirect interest in the Filer:

- General Communication, Inc. owns 81.9% indirect interest in the Filer. It directly owns 100% of GCI, Inc. which in turn, owns 100% of GCI Holdings, Inc., which in turn owns 81.9% of the membership units of the Filer.
- GCI, Inc. owns an 81.9% indirect interest in the Filer. It directly owns 100% of GCI Holdings, Inc., which in turn, owns 81.9% of the membership units of the Filer.